

# Goodrich Law Firm, P.C.

P.O. Box 1899  
2619 ST. Johns Ave, Suite F  
Billings, MT 59103-1899

Phone: 406-256-3663

Fax: 406-256-3660

Southern Montana Electric Coop  
3521 Gabel Road #5  
Billings, MT 59102

Re: Chapter 11 Filing

Date	Description	Qty	Rate	Amount
	<b>Case Administration</b>			
12/02/13	Meeting at Southern Office to attend general member and board meetings. MHG	2.6	300.00	780.00
12/02/13	Meeting w/board re: litigation and status issues. MHG	1.1	300.00	330.00
12/02/13	Meeting w/member counsel to discuss pending case matters. MHG	2.2	300.00	660.00
12/02/13	Prepare application for employment. MHG	.4	300.00	120.00
12/02/13	Review and respond to email from atty Epstein for Energy West Inc. MHG	.3	300.00	90.00
12/02/13	Review and respond to emails w/US Trustee. MHG	.2	300.00	60.00
12/03/13	Conf w/note holder atty J. Alter re: cash collateral pending deadlines and other status issues. MHG	.8	300.00	240.00
12/03/13	Email to member attys re: need to move pending deadlines (.3); Review of Court docket to determine pending deadlines including adversary matters (.5). MHG	.8	300.00	240.00
12/03/13	Conf w/S. Sweeney manager of Debtor re: special board meeting for December 4, 2013. MHG	.3	300.00	90.00

12/03/13	Review and respond to board member Boyd re: board minutes. MHG	.3	300.00	90.00
12/03/13	Review and respond to email from US Trustee. MHG	.3	300.00	90.00
12/03/13	Email to accountant Boysun re: ordinary course expenses. MHG	.2	300.00	60.00
12/03/13	Conf w/member atty G. Ryder re: deadlines and settlement issues. MHG	.3	300.00	90.00
12/03/13	Email to atty members re: deadlines. MHG	.2	300.00	60.00
12/03/13	Review adversary dockets for deadlines and status. MHG	.5	300.00	150.00
12/03/13	2nd conf call w/atty Alter re: cash collateral. MHG	.3	300.00	90.00
12/04/13	Conf w/member counsel re: extension issues. MHG	.5	300.00	150.00
12/04/13	Review and respond to email from accountant Boysun re: special meeting of board. MHG	.2	300.00	60.00
12/04/13	Conf w/US Trustee about status. MHG	.4	300.00	120.00
12/04/13	Conf w/Board at special meeting. MHG	.9	300.00	270.00
12/04/13	Conf w/Manager Sweeney about pending management issues. MHG	.4	300.00	120.00
12/04/13	Conf w/atty Alter for Prudential re: deadline issues. MHG	.3	300.00	90.00
12/04/13	Status conf w/Court in adversary case 13-00036. MHG	.5	300.00	150.00
12/04/13	Status conf w/Court in adversary case 13-00046. MHG	.2	300.00	60.00
12/04/13	Conf w/Fergus Electric atty Baldwin re: deadline issue. MHG	.2	300.00	60.00
12/04/13	Conf w/atty Doak re: documents re: adversary. MHG	.3	300.00	90.00
12/04/13	Review and respond to emails with J. Alter of Noteholders re:	.3	300.00	90.00

	settlement discussion potential. MHG			
12/05/13	Conf w/attys Alter and Reilly for Prudential re: settlement discussion and background. MHG	1.1	300.00	330.00
12/05/13	Conf w/S. Sweeney, Mgr. for Debtor, re; payment issues. MHG	.3	300.00	90.00
12/05/13	Review Prudential settlement offer to members. MHG	.6	300.00	180.00
12/05/13	Motion re: ordinary course professionals. MHG	.9	300.00	270.00
12/05/13	Review of incoming emails. MHG	.4	300.00	120.00
12/06/13	Evaluation of case issue. MHG	.6	300.00	180.00
12/06/13	Conf w/attys for members re: advisability of scheduling settlement discussions w/secured creditor and payment related issues. MHG	1.4	300.00	420.00
12/09/13	Meeting w/Board re: discussion of settlement w/Prudential. MHG	1.4	300.00	420.00
12/09/13	Email to atty Alter for Prudential re: settlement meeting. MHG	.2	300.00	60.00
12/09/13	Conf w/atty Alter for Prudential re: meeting to discuss settlement. MHG	.3	300.00	90.00
12/09/13	Review and respond to emails re: settlement dissuasion. MHG	.4	300.00	120.00
12/09/13	Conf w/Mgr. Sweeney re: potential Board meeting and issues for December 13, 2013. MHG	.4	300.00	120.00
12/10/13	Emails w/atty James re; final Great Falls settlement payment. MHG	.3	300.00	90.00
12/10/13	Review incoming emails and pleadings. MHG	.4	300.00	120.00
12/10/13	Conf w/board member Boyd re: issues in case. MHG	1.3	300.00	390.00
12/10/13	Conf w/atty Stein re: unencumbered cash. MHG	.2	300.00	60.00

12/11/13	Review and respond to emails and regarding Board agenda for December 13, 2013 meeting. MHG	.3	300.00	90.00
12/11/13	Review and respond to emails from atty Alter re: response for settlement. MHG	.4	300.00	120.00
12/11/13	Conf w/atty G. Ryder for member Co-op regarding settlement issues. MHG	.9	300.00	270.00
12/12/13	Review and respond to emails re: proposed minutes for past board meeting. MHG	.3	300.00	90.00
12/12/13	Conf w/attys Alter and Reilly for Prudential re: settlement meetings, cash collateral and creditor support of creditor plan. MHG	1.3	300.00	390.00
12/12/13	Conf w/Trustee Jensen re: DIP duty issues and potential conflicts. MHG	.7	300.00	210.00
12/13/13	Attend and prepare for board meeting. MHG	3.7	300.00	1110.00
12/13/13	Conf w/Southern employees re: status issues following board meeting. MHG	.9	300.00	270.00
12/13/13	Conf w/US Trustee re: conflict issue. MHG	.4	300.00	120.00
12/13/13	Email to Mgr. Sweeney re: conflict issue update for further board review. MHG	.2	300.00	60.00
12/13/13	Email w/atty James for Great Falls re: payment. MHG	.3	300.00	90.00
12/16/13	Conf w/J. Hunnes re: possible mediation and plan issues. MHG	.9	300.00	270.00
12/16/13	Review incoming emails. MHG	.3	300.00	90.00
12/16/13	Conf w/atty Matovich re: possible service as litigation master. MHG	.3	300.00	90.00
12/16/13	Conf w/atty Alter re: conference to discuss payment issues. MHG	.5	300.00	150.00
12/16/13	Conf w/atty Jorrison for Corval re: adversary issue. MHG	.3	300.00	90.00

12/16/13	Conf w/atty Baldwin for member re: settlement and case issues. MHG	.7	300.00	210.00
12/16/13	Conf w/atty Stein re: Monthly Operating Report. MHG	.2	300.00	60.00
12/17/13	Conf w/accountant Boysun at Debtor re: operating reports and write-down issue. MHG	.4	300.00	120.00
12/17/13	Research re: effect of final cash collateral Order (1/2 time). MHG	.8	300.00	240.00
12/17/13	Memo to Board members re: pending case issues. MHG	.8	300.00	240.00
12/17/13	Research re: case issue (1/2 time). MHG	.9	300.00	270.00
12/17/13	Begin memo re: conflict issue. MHG	.8	300.00	240.00
12/17/13	Conf w/Board members re: status matters and Prudential call. MHG	3.8	300.00	1140.00
12/18/13	Conf w/Board Member re: bankruptcy issues. MHG	1.4	300.00	420.00
12/18/13	Conf w/atty Stein re: securing business analyst. MHG	.3	300.00	90.00
12/18/13	Conf w/atty Hunnes for member co-op re: issues regarding payment under creditor plan. MHG	.9	300.00	270.00
12/18/13	Conf w/US Trustee Jensen re: conflict issue. MHG	.4	300.00	120.00
12/18/13	Conf call w/Prudential attorneys and Board members re: terms and information regarding Noteholders plan. MHG	2.3	300.00	690.00
12/18/13	Discussion w/Board members regarding Prudential issues. MHG	.5	300.00	150.00
12/18/13	Review and respond to emails re: case issues. MHG	.3	300.00	90.00
12/18/13	Email potential business analyst Garden re: retention. MHG	.4	300.00	120.00
12/18/13	Conf w/US Trustee Jensen re: conflict issue. MHG	.4	300.00	120.00

12/19/13	Conf w/potential co-counsel Roeschenthaler regarding retention. MHG	.4	300.00	120.00
12/19/13	Letter to insurance carrier re: D&O policy. MHG	.4	300.00	120.00
12/19/13	Emails to attys Alter and Dye re: interim compensation. MHG	.2	300.00	60.00
12/19/13	Meeting w/debtor counsel to listen to member concerns. MHG	2.9	300.00	870.00
12/20/13	Emails w/atty Alter and A&M for secured creditor re: cash collateral issues. MHG	.6	300.00	180.00
12/20/13	Conf w/Boysun re: budget issues. MHG	.5	300.00	150.00
12/20/13	Conf w/Mark Freedlander re: potential retention of firm as co-counsel and case issues. MHG	1.7	300.00	510.00
12/20/13	Conf w/Board re: agenda topics. MHG	1.3	300.00	390.00
12/20/13	Conf w/potential financial analyst re: additional engagement issues. MHG	1.1	300.00	330.00
12/20/13	Review of cash collateral Order re: concerns for professionals and lien issues. MHG	.7	300.00	210.00
12/23/13	Review and respond emails w/board member Boyd re: process issues. MHG	.4	300.00	120.00
12/23/13	Conf w/atty Hunnes re: mediation issues. MHG	.5	300.00	150.00
12/23/13	Revise memo to Board. MHG	.5	300.00	150.00
12/23/13	Prepare motion to confirm professionals & Order. MHG	.4	300.00	120.00
12/23/13	Prepare motion re: interim compensation and Order. MHG	.5	300.00	150.00
12/23/13	Prepare Motion to Shorten Time. MHG	.3	300.00	90.00

12/23/13	Meeting w/Board re: pending matters. MHG	1.6	300.00	480.00
12/23/13	Email w/proposed co-counsel McGuire Woods. MHG	.3	300.00	90.00
12/23/13	Prepare proposed employment application for McGuire Woods LLP. MHG	.4	300.00	120.00
12/26/13	Conf w/atty James re: wire payment. MHG	.2	300.00	60.00
12/26/13	Emails w/proposed co-counsel re: employment issues. MHG	.3	300.00	90.00
12/26/13	Respond to emails from Debtor President re: co-counsel. MHG	.2	300.00	60.00
12/27/13	Emails w/atty Freedlander re: co-counsel tasks and issues. MHG	.6	300.00	180.00
12/27/13	Review and respond to incoming emails re: mediation. MHG	.4	300.00	120.00
12/27/13	Email to members' counsel re: board meeting. MHG	.2	300.00	60.00
12/27/13	Conf w/co-counsel Freedlander re: case issues. MHG	1.3	300.00	390.00
12/27/13	Email to President re: case matters. MHG	.3	300.00	90.00
12/27/13	Review and reply incoming emails re: cash collateral. MHG	.4	300.00	120.00
12/27/13	Email President re: board issues. MHG	.3	300.00	90.00
12/30/13	Conf w/PPL atty King re: deferral of answer in adversary and case issues. MHG	.4	300.00	120.00
12/30/13	Conf w/co-counsel Freedlander re: case issues. MHG	.9	300.00	270.00
12/30/13	Email to member counsel re: board meeting and case issues. MHG	.3	300.00	90.00
12/30/13	Conf w/Asst US Trustee Jensen re: case status. MHG	.6	300.00	180.00
12/30/13	Emails w/member counsel re: case matters and board meeting. MHG	.4	300.00	120.00

12/30/13	Emails w/President Dover re: board issues. MHG	.3	300.00	90.00
12/30/13	Review and respond to stipulation for cash collateral. MHG	.4	300.00	120.00
12/30/13	Emails w/creditor counsel re: cash collateral. MHG	.4	300.00	120.00
12/31/13	Conf w/atty Baldwin re: standstill issue. MHG	.3	300.00	90.00
12/31/13	Conf w/atty Alter re: standstill issue. MHG	.5	300.00	150.00
12/31/13	Review incoming pleadings. MHG	1.5	300.00	450.00
12/31/13	Emails w/members and creditor re: mediation. MHG	.3	300.00	90.00
12/31/13	Email w/members re: standstill issues. MHG	.5	300.00	150.00
12/31/13	Email w/client re: board meeting. MHG	.3	300.00	90.00
12/31/13	Email w/atty Alter re: mediation. MHG	.2	300.00	60.00
12/31/13	Review incoming pleadings. MHG	.6	300.00	180.00
12/31/13	Additional emails w/atty Baldwin re: standstill agreement. MHG	.2	300.00	60.00
12/03/13	Reviewed emails re: EWM. ASSOCIATE	.2	180.00	36.00
12/10/13	Reviewed email from atty Goodrich re: unencumbered cash. ASSOCIATE	.2	180.00	36.00
12/10/13	Conf w/atty Goodrich re: unencumbered cash. ASSOCIATE	.2	N/C	0.00
12/10/13	Reviewed emails re; unencumbered cash and emailed Carrie Boysun re: same; emailed atty Goodrich re: same. ASSOCIATE	.4	180.00	72.00
12/10/13	Reviewed Order re: cash collateral issues. Associate	.3	180.00	54.00
12/10/13	Conf w/C. Boysun re: unencumbered cash issues. ASSOCIATE	.3	180.00	54.00



12/10/13	Revised requests for Special Notices for adversary proceedings. ASSOCIATE	.3	180.00	54.00
12/11/13	Revised and filed requests for Special Notice for Adversary proceedings. ASSOCIATE	1	180.00	180.00
12/16/13	Reviewed, redacted and filed Monthly Operating Report. ASSOCIATE	.5	180.00	90.00
12/16/13	Conf w/atty Goodrich re: Monthly Operating Report. ASSOCIATE	.2	180.00	36.00
12/16/13	Reviewed email from C. Boysun re: fees. ASSOCIATE	.1	180.00	18.00
12/18/13	Conf w/atty Goodrich re: business analyst. ASSOCIATE	.3	N/C	0.00
12/18/13	Conf w/potential business analyst. ASSOCIATE	.2	180.00	36.00
12/18/13	Conf w/atty Goodrich re: business analyst. ASSOCIATE	.1	180.00	18.00
12/18/13	Emailed potential business analyst; emailed atty Goodrich re: the same. ASSOCIATE	.2	180.00	36.00
12/18/13	Conf w/atty Goodrich re: Powell answer. ASSOCIATE	.1	N/C	0.00
12/18/13	Reviewed and responded to email from Joe Epstein re: Powell answer. ASSOCIATE	.1	180.00	18.00
12/18/13	Reviewed email from atty Goodrich to potential business analyst. ASSOCIATE	.2	180.00	36.00
12/19/13	Reviewed emails re: employment of business analyst. ASSOCIATE	.2	180.00	36.00
12/04/13	Open Adversary Proceeding files and compile all pleadings. PARALEGAL	2.1	80.00	168.00
12/05/13	Docket all adversary Proceedings; calendar litigation deadlines and hearings. PARALEGAL	6.3	80.00	504.00
12/12/13	Docket incoming adversary pleadings (1.0); review incoming	1.5	80.00	120.00

	correspondence and communicated with Carrie Boysun (.5) PARALEGAL			
12/23/13	Research applications of professionals and print applications and orders. PARALEGAL (1/2 time).	.1	80.00	8.00
	<b>Subtotal of Hours &amp; Fees</b>	<b>94.3</b>		<b>25370.00</b>
	<b>Costs</b>			
	07/31/2013 Hearing Transcript-Southern Montana			467.50
	<b>Subtotal of Costs</b>			<b>467.50</b>
	<b>Total Costs &amp; Fees</b>			<b>25837.50</b>

<u><b>Matter No.</b></u>	<u><b>Matter Description</b></u>	<u><b>MHG</b></u>	<u><b>MWS</b></u>	<u><b>F-S</b></u>
19-48-01	Case Administration	79.2	5.1	10
	Less NO CHARGE		-.6	
	TOTAL HOURS	79.2	4.5	10
	TIMEKEEPER RATE	\$300	\$180	\$80
	TIMEKEEPER FEES	\$23760	\$810	\$800
	<b>TOTAL FEES</b>	<b>\$25370</b>		

<u>Individual</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Compensation</u>
Malcolm Goodrich	79.2	\$300	\$25,320.00
Maggie Stein	4.5	\$180	\$ 2,286.00
Felicia Smith	10.0	\$ 80	\$ 800.00

**Total Attorney and Paralegal Fee Compensation Requested: \$25,370 plus the indicated costs. Blended hourly rate of attorney time only and attorney fees only = \$270.76/hr.**